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May 8, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDATION NO. 19978-B FILED

MAY 09 '02

12-20 PM

SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Termination of Lease Agreement** dated as of May 7, 2002 between the following parties:

Names and address of the following parties:

Lessor: **GWI LEASING CORPORATION**

71 Lewis Street, Greenwich, CT 06830

Assigned Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**

1211 Avenue of the Americas, New York, NY 10036

Lessee: **WHEELING & LAKE ERIE RAILWAY COMPANY**

100 East First Street, Brewster, OH 44613

A short summary of the document to appear in the index follows:

Termination of Lease Agreement between Lessor: **GWI LEASING CORPORATION** and Lessee: **WHEELING & LAKE ERIE RAILWAY COMPANY**, covering 121 coal cars with reporting marks and numbers – GNWR 1001 – GNWR 1123, NOT INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #19978-A dated 3/19/96 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,

LEXIS Document Services Headquarters: 801 Adlai Stevenson Drive • Springfield, IL 62703-4261

Sherry Lewey
Research/Development Coordinator

Enclosure

TERMINATION OF LEASE AGREEMENT

RECORDATION NO. 19978-B FILED
MAY 09 '02 12-20 PM
SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE AGREEMENT is given by The CIT Group/Equipment Financing, Inc. ("Lessor").

WITNESSETH

WHEREAS, pursuant to that certain Lease Agreement dated as of March 1, 1996 made between The GWI Leasing Corporation ("Lessor"), and Wheeling & Lake Erie Railway Company ("Lessee"), recorded with the Surface Transportation Board on March 19, 1996 as Recordation Number 19978 (the "Lease"), as assigned by Lessor to The CIT Group/Equipment Financing, Inc., pursuant to an Assignment and Assumption Agreement dated March 15, 1996, recorded with the Surface Transportation Board on March 19, 1996 as Recordation Number 19978-A; and

WHEREAS, under the terms of the Lease, Lessor granted to Lessee a leasehold interest in certain of Lessor's interest, more particularly described in Schedule A attached hereto (the "Equipment"); and

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, Lessor hereby releases its interest in the Equipment described in Schedule A attached hereto.

IN WITNESS WHEREOF, Lessor has duly executed this TERMINATION OF LEASE AGREEMENT as of this 7th day of May, 2002.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Janice M. Wickham
Name: Janice M. Wickham
Title: Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On the 7th day of May, 2002 before me, a Notary Public of the State of New York, personally appeared Janice M. Wickham, the Vice President of The CIT Group/Equipment Financing, Inc, a Delaware corporation ("Corporation"), known to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and she acknowledged that she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by herself as its Vice President.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal this 7th day of May, 2002.

Indra Bedasie
Notary Public

(Seal)

My Commission Expires:

INDRA BEDASIE
Notary Public, State of New York
No. 018E6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2002

SCHEDULE A

DESCRIPTION OF ITEMS OF EQUIPMENT

One Hundred Twenty One (121) 100 ton capacity steel coal cars with cubic capacity of 3,400 cubic feet manufactured in 1973, with car marks and numbers as follows
(Note all GNWR marks will be changed to WE marks):

<u>Car Number</u>	<u>Car Number</u>
GNWR 1001	GNWR 1035
GNWR 1002	GNWR 1036
GNWR 1003	GNWR 1037
GNWR 1004	GNWR 1038
GNWR 1005	GNWR 1039
GNWR 1006	GNWR 1040
GNWR 1007	GNWR 1041
GNWR 1008	GNWR 1042
GNWR 1009	GNWR 1043
GNWR 1010	GNWR 1044
GNWR 1011	GNWR 1045
GNWR 1012	GNWR 1046
GNWR 1013	GNWR 1047
GNWR 1014	GNWR 1048
GNWR 1015	GNWR 1049
GNWR 1016	WE 1050
GNWR 1017	GNWR 1051
GNWR 1018	GNWR 1052
WE 1019	GNWR 1053
GNWR 1020	GNWR 1054
GNWR 1021	GNWR 1055
GNWR 1023	GNWR 1056
GNWR 1024	GNWR 1057
GNWR 1025	GNWR 1058
GNWR 1026	GNWR 1059
GNWR 1027	GNWR 1060
GNWR 1028	GNWR 1061
GNWR 1029	GNWR 1062
GNWR 1030	GNWR 1063
WE 1031	GNWR 1064
WE 1032	GNWR 1065
GNWR 1033	GNWR 1066
WE 1034	GNWR 1067

Car Number

GNWR 1068
GNWR 1069
GNWR 1070
GNWR 1071
GNWR 1072
GNWR 1073
GNWR 1074
GNWR 1075
GNWR 1076
GNWR 1077
WE 1078
GNWR 1079
GNWR 1080
GNWR 1081
WE 1082
GNWR 1083
GNWR 1084
GNWR 1085
GNWR 1086
WE 1087
GNWR 1088
GNWR 1089
GNWR 1090
GNWR 1091
GNWR 1092
GNWR 1093
GNWR 1094
GNWR 1095

Car Number

GNWR 1096
GNWR 1097
GNWR 1098
GNWR 1099
GNWR 1100
GNWR 1101
GNWR 1102
GNWR 1103
GNWR 1104
WE 1105
WE 1106
GNWR 1107
WE 1108
GNWR 1110
GNWR 1111
GNWR 1112
GNWR 1113
GNWR 1114
GNWR 1115
WE 1116
GNWR 1117
WE 1118
GNWR 1119
WE 1120
GNWR 1121
GNWR 1122
GNWR 1123